

Zayo Group, LLC Response to Louisville Metro Government (LMG) RFI for Broadband Infrastructure Upgrade and Expansion January 29th, 2014 Proprietary & Confidential

Contents

1 - About Zayo	3
1.1.1 - zOne	
1.1.2 - Construction Services	4
1.2 - Zayo Infrastructure Services	4
2 - Zayo's Current Louisville Asset Profile	5
3 - Zayo's Interest in this RFI	6
4 - Primary Contact Info	6



1 - About Zayo

Zayo Group (<u>zayo.com</u>) is a global provider of bandwidth infrastructure services, including dark fiber, wavelengths, SONET, Ethernet, IP services, and carrier-neutral colocation and interconnection. Our network footprint extends over 76,000 route miles, with connectivity on dense metro and intercity fiber assets. Zayo Group is headquartered in Boulder, Colorado, with European headquarters in London. The company currently maintains approximately 1,100 employees throughout the United States and Europe.

Zayo has built its global network through numerous acquisitions of geographically-diverse fiber-based businesses, retaining and institutionalizing the accumulated market knowledge and expertise of inmarket employees. This allows Zayo to leverage several decades of experience in fiber optic network construction and provisioning of fiber fiber-based network services.

Zayo operates thousands of circuits and we understand the criticality of these networks to our customers. We build fiber laterals, end-to-end networks and high capacity services to support mission critical applications for medium and large enterprises, government, higher education, financial services, healthcare, data centers, web-centric businesses, and technology companies. Zayo also prides itself on being at the leading edge of the bandwidth infrastructure industry from a systems, data management and financial transparency standpoint.

1.1.1 - zOne

Zayo's offers a robust suite of products and services that can be customized to meet the needs of the Louisville commercial and residential community.

Zayo's zOne product suite is a complete solution that advises on, implements and manages bandwidth infrastructure environments.

zOne solutions has over 60 years in combined experience with infrastructure bandwidth solutions. Our engineers are highly skilled in analyzing, designing and recommending network solutions that meet the specific goals outlined by our customers. We can offer to LMG a flexible Advisory service that will provide results that enable LMG to attract more commercial and residential commerce with a solid well defined network architecture.

zOne's Advisory services can recommend a solution that is strategically designed to meet current economic needs as well as provide recommendations for network optimization.

Advisory Strategic Sourcing is a service that can provides analysis and recommendations that result in a cost effective infrastructure bandwidth solution that effectively serves all of the Louisville residential and commercial population. Our Advisory service works with your people to provide an agnostic approach to vendor equipment selection and support and bandwidth service type. Included in our Advisory Strategic sourcing service are:

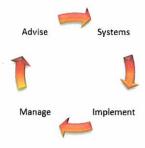


- A current network assessment
- Recommended infrastructure bandwidth solution with pros and cons that help LMG decide on which solution best meets
- A high level network design
- Recommendations on optical and IP vendors that outlines pros and cons of each vendor

Zayo also offers an infrastructure bandwidth management OSS/BSS solution that can streamline LMG management of supporting an infrastructure bandwidth solution; freeing up resources to focus on the issues facing Louisville's constituents.

Our OSS/BSS service is a mature cloud based solution for management of internal systems that solves any scope scale paradox issues.

zOne can offer a single interface to assist LMG in managing a bandwidth infrastructure environment by providing a OSS/BSS that includes: internal work flow management for orders, billing of services, vendor contract management, trouble ticket management, dashboard readouts on performance management, order management, equipment and spares management, vendor bid process, and trouble ticket management.





1.1.2 - Construction Services

Our Construction Services team provides the end-to-end design and project management necessary to construct fiber optic networks for customers wishing to retain the asset post-construction. In many instances, Zayo is able to perform this work at a discounted cost relative to our competitors because our customers allow Zayo to build and operate Zayo owned network along with the customer's network. In addition Zayo is able to offer routine maintenance and locate services on customer-owned network that it builds for customers. Typical consumers of this service include local, county and state governmental entities and healthcare. We leverage the expertise of our locally-based outside plant project management organization to build reliable, scalable fiber optic infrastructure. These are the same construction experts that Zayo relies onto build out and maintain our global network.

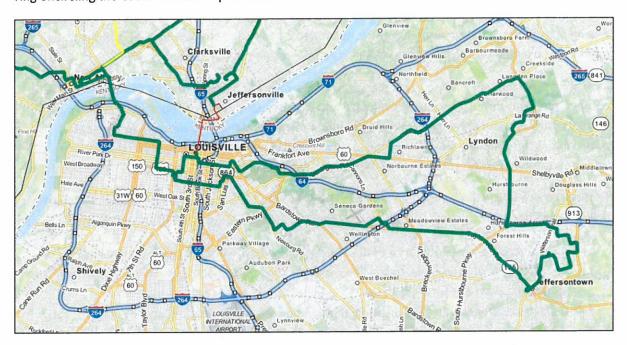
1.2 - Zayo Infrastructure Services

- Dark Fiber
- Wavelengths
- Ethernet
- IP Services
- Colocation
- Technical Services
- SONET
- Mobile Infrastructure

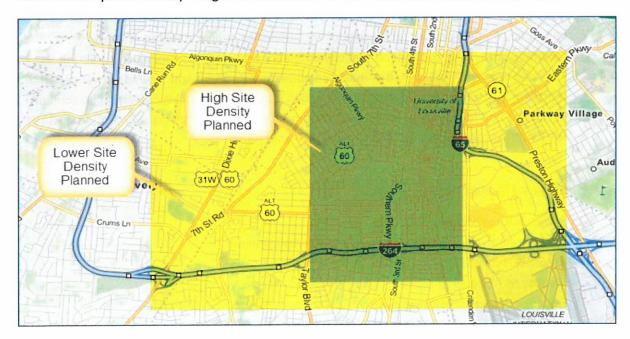


2 - Zayo's Current Louisville Asset Profile

Zayo currently has approximately 40 miles of dense fiber assets in metro Louisville, including a 37 mile ring encircling the CBD and eastern part of the metro.



In addition to the network referenced above. We have actively won or are bidding various mobile infrastructure (cell service) projects throughout the metro area. Our metro footprint and fiber density will increase materially as we bring this infrastructure on-line. Much of this work will be in the southwestern part of the city filling in an area where we don't have much network at this time.





3 - Zayo's Interest in this RFI

Zayo does not currently provide, or contemplate providing, residential fiber connectivity as part of its network model. That said, local telecommunications incumbents, competitive carriers and cable companies are among our largest customers and we provide aggregated backhaul capacity for those providers in markets that they serve, i.e. our network capability and strategy may align with another provider who would be interested in providing last mile residential fiber connectivity.

Zayo considers Louisville an important market in its metro portfolio. We are actively expanding our network footprint through various strategically and commercially valuable opportunities with our business partners, and although we would not ultimately extend the Zayo network to residential properties at this time, we would definitely be interested in pursuing other mutually beneficial opportunities that further LMG's goal of becoming a world leader in fiber-based network connectivity.

To that end, we would like to continue an open dialogue with LMG as it refines its proposal and goals for metro-wide fiber infrastructure. Possible areas of opportunity for Zayo / LMG partnership may include:

- Construction and maintenance of fiber infrastructure, with possible provisioning and management of lit services, to key LMG-specified locations that might not otherwise be commercially viable for Zayo.
- Access to Zayo planning, engineering, design and construction expertise.
- Introduction to industry partners and experts in municipal telecommunications planning and infrastructure development.
- Zayo-funded, future-proof build out of dense metro fiber assets connecting key commercial and residential corridors.

In return for:

- Reduction of any current or future right of way, franchise or pole attachment fees.
- Expedited permitting, traffic control or city ordinance waivers on current and future projects.
- Preferred access to LMG owned or managed infrastructure that might facilitate lower cost and shorter duration fiber optic network construction (e.g. telephone poles, underground conduit)
- Facilitating and furthering good working relationships with city partners (e.g. LG&E) that will be key to hitting construction budgets and delivery time frames.

4 - Primary Contact Info

Name: Nathan McGinn

Title: Director, Construction Services Product Management

Office: 303-381-3315Mobile: 561-310-6939

Email: <u>nathan.mcginn@zayo.com</u>

Address: 400 Centennial Parkway, Suite 200, Louisville, CO 80027



Zayo Group, LLC Response to Louisville Metro Government (LMG) RFI for Broadband Infrastructure Upgrade and Expansion January 29th, 2014 Proprietary & Confidential

Contents

1 - About Zayo	3
1.1.1 - zOne	3
1.1.2 - Construction Services	4
1.2 - Zayo Infrastructure Services	4
2 - Zayo's Current Louisville Asset Profile	5
3 - Zayo's Interest in this RFI	6
4 - Primary Contact Info	6



1 - About Zayo

Zayo Group (zayo.com) is a global provider of bandwidth infrastructure services, including dark fiber, wavelengths, SONET, Ethernet, IP services, and carrier-neutral colocation and interconnection. Our network footprint extends over 76,000 route miles, with connectivity on dense metro and intercity fiber assets. Zayo Group is headquartered in Boulder, Colorado, with European headquarters in London. The company currently maintains approximately 1,100 employees throughout the United States and Europe.

Zayo has built its global network through numerous acquisitions of geographically-diverse fiber-based businesses, retaining and institutionalizing the accumulated market knowledge and expertise of inmarket employees. This allows Zayo to leverage several decades of experience in fiber optic network construction and provisioning of fiber fiber-based network services.

Zayo operates thousands of circuits and we understand the criticality of these networks to our customers. We build fiber laterals, end-to-end networks and high capacity services to support mission critical applications for medium and large enterprises, government, higher education, financial services, healthcare, data centers, web-centric businesses, and technology companies. Zayo also prides itself on being at the leading edge of the bandwidth infrastructure industry from a systems, data management and financial transparency standpoint.

1.1.1 - zOne

Zayo's offers a robust suite of products and services that can be customized to meet the needs of the Louisville commercial and residential community.

Zayo's zOne product suite is a complete solution that advises on, implements and manages bandwidth infrastructure environments.

zOne solutions has over 60 years in combined experience with infrastructure bandwidth solutions. Our engineers are highly skilled in analyzing, designing and recommending network solutions that meet the specific goals outlined by our customers. We can offer to LMG a flexible Advisory service that will provide results that enable LMG to attract more commercial and residential commerce with a solid well defined network architecture.

zOne's Advisory services can recommend a solution that is strategically designed to meet current economic needs as well as provide recommendations for network optimization.

Advisory Strategic Sourcing is a service that can provides analysis and recommendations that result in a cost effective infrastructure bandwidth solution that effectively serves all of the Louisville residential and commercial population. Our Advisory service works with your people to provide an agnostic approach to vendor equipment selection and support and bandwidth service type. Included in our Advisory Strategic sourcing service are:

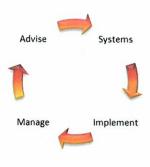


- A current network assessment
- Recommended infrastructure bandwidth solution with pros and cons that help LMG decide on which solution best meets
- A high level network design
- Recommendations on optical and IP vendors that outlines pros and cons of each vendor

Zayo also offers an infrastructure bandwidth management OSS/BSS solution that can streamline LMG management of supporting an infrastructure bandwidth solution; freeing up resources to focus on the issues facing Louisville's constituents.

Our OSS/BSS service is a mature cloud based solution for management of internal systems that solves any scope scale paradox issues.

zOne can offer a single interface to assist LMG in managing a bandwidth infrastructure environment by providing a OSS/BSS that includes: internal work flow management for orders, billing of services, vendor contract management, trouble ticket management, dashboard readouts on performance management, order management, equipment and spares management, vendor bid process, and trouble ticket management.





1.1.2 - Construction Services

Our Construction Services team provides the end-to-end design and project management necessary to construct fiber optic networks for customers wishing to retain the asset post-construction. In many instances, Zayo is able to perform this work at a discounted cost relative to our competitors because our customers allow Zayo to build and operate Zayo owned network along with the customer's network. In addition Zayo is able to offer routine maintenance and locate services on customer-owned network that it builds for customers. Typical consumers of this service include local, county and state governmental entities and healthcare. We leverage the expertise of our locally-based outside plant project management organization to build reliable, scalable fiber optic infrastructure. These are the same construction experts that Zayo relies onto build out and maintain our global network.

1.2 - Zayo Infrastructure Services

- Dark Fiber
- Wavelengths
- Ethernet
- IP Services
- Colocation
- <u>Technical Services</u>
- SONET
- Mobile Infrastructure

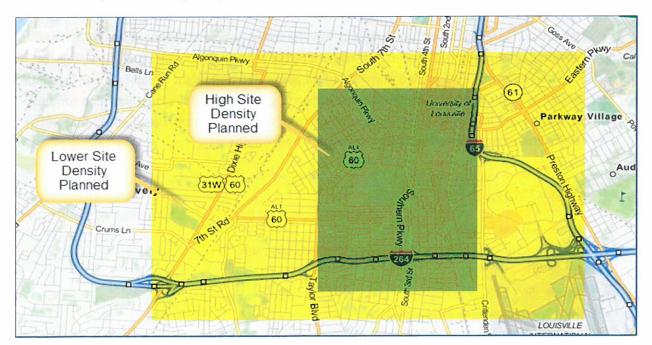


2 - Zayo's Current Louisville Asset Profile

Zayo currently has approximately 40 miles of dense fiber assets in metro Louisville, including a 37 mile ring encircling the CBD and eastern part of the metro.



In addition to the network referenced above. We have actively won or are bidding various mobile infrastructure (cell service) projects throughout the metro area. Our metro footprint and fiber density will increase materially as we bring this infrastructure on-line. Much of this work will be in the southwestern part of the city filling in an area where we don't have much network at this time.





3 - Zayo's Interest in this RFI

Zayo does not currently provide, or contemplate providing, residential fiber connectivity as part of its network model. That said, local telecommunications incumbents, competitive carriers and cable companies are among our largest customers and we provide aggregated backhaul capacity for those providers in markets that they serve, i.e. our network capability and strategy may align with another provider who would be interested in providing last mile residential fiber connectivity.

Zayo considers Louisville an important market in its metro portfolio. We are actively expanding our network footprint through various strategically and commercially valuable opportunities with our business partners, and although we would not ultimately extend the Zayo network to residential properties at this time, we would definitely be interested in pursuing other mutually beneficial opportunities that further LMG's goal of becoming a world leader in fiber-based network connectivity.

To that end, we would like to continue an open dialogue with LMG as it refines its proposal and goals for metro-wide fiber infrastructure. Possible areas of opportunity for Zayo / LMG partnership may include:

- Construction and maintenance of fiber infrastructure, with possible provisioning and management of lit services, to key LMG-specified locations that might not otherwise be commercially viable for Zayo.
- Access to Zayo planning, engineering, design and construction expertise.
- Introduction to industry partners and experts in municipal telecommunications planning and infrastructure development.
- Zayo-funded, future-proof build out of dense metro fiber assets connecting key commercial and residential corridors.

In return for:

- Reduction of any current or future right of way, franchise or pole attachment fees.
- Expedited permitting, traffic control or city ordinance waivers on current and future projects.
- Preferred access to LMG owned or managed infrastructure that might facilitate lower cost and shorter duration fiber optic network construction (e.g. telephone poles, underground conduit)
- Facilitating and furthering good working relationships with city partners (e.g. LG&E) that will be key to hitting construction budgets and delivery time frames.

4 - Primary Contact Info

Name: Nathan McGinn

Title: Director, Construction Services Product Management

Office: 303-381-3315Mobile: 561-310-6939

• Email: nathan.mcginn@zayo.com

Address: 400 Centennial Parkway, Suite 200, Louisville, CO 80027